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*Counsel to the Official Committee of
Unsecured Creditors of Sears Holdings Corporation, et al.*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re: : Chapter 11
: :
SEARS HOLDINGS CORPORATION, *et al.*, : Case No. 18-23538 (RDD)
: :
Debtors.¹ : (Jointly Administered)
: :
-----X

**TWENTY-SEVENTH MONTHLY FEE
STATEMENT OF AKIN GUMP STRAUSS
HAUER & FELD LLP FOR PROFESSIONAL SERVICES
RENDERED AND DISBURSEMENTS INCURRED AS COUNSEL
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD OF DECEMBER 1, 2020 THROUGH DECEMBER 31, 2020**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); SHC Licensed Business LLC (3718); SHC Promotions LLC (9626); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179

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|--|--|
| Name of Applicant: | Akin Gump Strauss Hauer & Feld LLP |
| Authorized to Provide Professional Services To: | The Official Committee of Unsecured Creditors of Sears Holdings Corporation, <i>et al.</i> |
| Date of Retention: | December 10, 2018 <i>nunc pro tunc</i> to October 24, 2018 |
| Period for Which Compensation and Reimbursement Is Sought: | December 1, 2020 through December 31, 2020 |
| Monthly Fees Incurred: | \$331,941.00 |
| 20% Holdback: | \$66,388.20 |
| Total Compensation Less 20% Holdback: | \$265,552.80 |
| Monthly Expenses Incurred: | \$148,172.80 |
| Total Fees and Expenses Requested: | \$413,725.60 |

This is a x monthly interim final application

Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”), counsel to the Official Committee of Unsecured Creditors (the “Creditors’ Committee”) of Sears Holdings Corporation and its affiliated debtors and debtors in possession (collectively, the “Debtors”), hereby submits this statement of fees and disbursements (the “Twenty-Seventh Monthly Fee Statement”) covering the period from December 1, 2020 through and including December 31, 2020 (the “Compensation Period”) in accordance with the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the “Interim Compensation Order”) [ECF No. 796]. By the Twenty-Seventh Monthly Fee Statement, and after taking into account certain voluntary discounts and reductions,² Akin Gump requests (a) interim allowance

² The total amount sought for fees and expenses (\$480,113.80) reflects voluntary reductions for the Compensation Period of \$22,075.00 in fees and \$1,830.17 in expenses.

and payment of compensation in the amount of \$265,552.80 (80% of \$331,941.00) for fees on account of reasonable and necessary professional services rendered to the Creditors' Committee by Akin Gump and (b) reimbursement of actual and necessary costs and expenses in the amount of \$148,172.80³ incurred by Akin Gump during the Compensation Period.

**FEES FOR SERVICES RENDERED
DURING THE COMPENSATION PERIOD**

Exhibit A sets forth a timekeeper summary that includes the respective names, positions, departments, bar admissions, hourly billing rates and aggregate hours spent by each Akin Gump professional and paraprofessional who provided services to the Creditors' Committee during the Compensation Period. The rates charged by Akin Gump for services rendered to the Creditors' Committee are the same rates that Akin Gump charges generally for professional services rendered to its non-bankruptcy clients.

Exhibit B sets forth a task code summary that includes the aggregate hours per task code spent by Akin Gump professionals and paraprofessionals in rendering services to the Creditors' Committee during the Compensation Period.

Exhibit C sets forth a complete itemization of tasks performed by Akin Gump professionals and paraprofessionals who provided services to the Creditors' Committee during the Compensation Period.

³ This amount includes: (i) \$6,600.00 of expenses relating to the payment of consulting fees and expenses incurred by Solomon Page Group LLC, a staffing provider retained by the Creditors' Committee in connection with certain litigation; and (ii) \$136,972.50 of expenses relating to the retention and compensation of expert witnesses retained by the Creditors' Committee in connection with certain litigation.

**EXPENSES INCURRED
DURING THE COMPENSATION PERIOD**

Exhibit D sets forth a disbursement summary that includes the aggregate expenses, organized by general disbursement categories, incurred by Akin Gump in connection with services rendered to the Creditors' Committee during the Compensation Period.

Exhibit E sets forth a complete itemization of disbursements incurred by Akin Gump in connection with services rendered to the Creditors' Committee during the Compensation Period.

NOTICE AND OBJECTION PROCEDURES

Notice of this Twenty-Seventh Monthly Fee Statement shall be given by hand or overnight delivery or email where available upon (i) Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179, Attention: Mohsin Y. Meghji (email: mmeghji@miiipartners.com); (ii) counsel to the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153, Attention: Ray C. Schrock (email: ray.schrock@weil.com), Jacqueline Marcus (email: jacqueline.marcus@weil.com), Garrett A. Fail (email: garrett.fail@weil.com), and Sunny Singh (email: sunny.singh@weil.com); (iii) William K. Harrington, the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014, Attention: Paul Schwartzberg (e-mail: paul.schwartzberg@usdoj.gov) and Richard Morrissey (e-mail: richard.morrissey@usdoj.gov); (iv) counsel to Bank of America, N.A., Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, NY 10036, Attention: Paul D. Leake (email: paul.leake@skadden.com), Shana A. Elberg (email: shana.elberg@skadden.com) and George R. Howard (email: george.howard@skadden.com); (v) Paul E. Harner, fee examiner, 1675 Broadway, New York, NY 10019 (e-mail: harnerp@ballardspahr.com); and (vi) counsel to the fee examiner, Ballard

Spahr LLP, 1675 Broadway, New York, NY 10019, Attention: Vincent J. Marriott (e-mail: marriott@ballardspahr.com) and Tobey M. Daluz (e-mail: daluzt@ballardspahr.com) (collectively, the “Notice Parties”).

Objections to this Twenty-Seventh Monthly Fee Statement, if any, must be filed with the Court and served upon the Notice Parties so as to be received no later than **March 1, 2021** (the “Objection Deadline”), setting forth the nature of the objection and the amount of fees or expenses at issue (an “Objection”).

If no Objections to this Twenty-Seventh Monthly Fee Statement are filed and served as set forth above, the Debtors shall promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses identified herein.

If an Objection to this Twenty-Seventh Monthly Fee Statement is received on or before the Objection Deadline, the Debtors shall withhold payment of that portion of this Twenty-Seventh Monthly Fee Statement to which the Objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth above. To the extent such an Objection is not resolved, it shall be preserved and scheduled for consideration at the next interim fee application hearing to be held by the Court.

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Dated: New York, New York
February 12, 2021

AKIN GUMP STRAUSS HAUER & FELD LLP

By: /s/ Ira S. Dizengoff

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*Counsel to the Official Committee of
Unsecured Creditors of Sears Holdings
Corporation, et al.*

Exhibit A

Timekeeper Summary

| PARTNERS | DEPARTMENT | YEAR OF BAR ADMISSION | RATE (\$) | HOURS | AMOUNT (\$) |
|---|----------------------------|--------------------------------------|------------------|---------------|--------------------|
| Sara Brauner | Financial Restructuring | 2011 | 1,225.00 | 9.40 | 11,515.00 |
| Dean Chapman | Litigation | 2009 | 1,225.00 | 40.50 | 49,612.50 |
| David Zensky | Litigation | 1988 | 1,595.00 | 5.50 | 8,772.50 |
| Total Partner | | | | 55.40 | 69,900.00 |
| SENIOR COUNSEL & COUNSEL | DEPARTMENT | YEAR OF BAR ADMISSION | RATE (\$) | HOURS | AMOUNT (\$) |
| Saurabh Sharad | Litigation | 2015 | 925.00 | 20.80 | 19,240.00 |
| Total Counsel | | | | 20.80 | 19,240.00 |
| ASSOCIATES | DEPARTMENT | YEAR OF BAR ADMISSION | RATE (\$) | HOURS | AMOUNT (\$) |
| Zachary Lanier | Financial Restructuring | 2017 | 860.00 | 20.60 | 17,716.00 |
| Shirin Mahkamova | Financial Restructuring | 2019 | 700.00 | 5.70 | 3,990.00 |
| Joseph Szydlo | Financial Restructuring | 2019 | 700.00 | 14.80 | 10,360.00 |
| Patrick Glackin | Litigation | 2019 | 650.00 | 15.70 | 10,205.00 |
| John Kane | Litigation | 2016 | 895.00 | 12.50 | 11,187.50 |
| Jeff Latov | Litigation | 2017 | 810.00 | 20.60 | 16,686.00 |
| Nicholas Lombardi | Litigation | 2018 | 735.00 | 47.30 | 34,765.50 |
| Elise Maizel | Litigation | 2017 | 810.00 | 18.70 | 15,147.00 |
| Sean Nolan | Litigation | 2018 | 725.00 | 12.70 | 9,207.50 |
| Conor Youngs | Litigation | Pending | 565.00 | 20.70 | 11,695.50 |
| Russell Collins | Staff Attorney | 1998 | 475.00 | 199.30 | 94,667.50 |
| Melodie Young | Staff Attorney | 2003 | 435.00 | 11.40 | 4,959.00 |
| Total Associates | | | | 400.00 | 240,586.50 |

| STAFF ATTORNEYS PARALEGALS & LEGAL ASSISTANTS | DEPARTMENT | YEAR OF BAR ADMISSION | RATE (\$) | HOURS | AMOUNT (\$) |
|--|-------------------|--------------------------------------|------------------|---------------|--------------------|
| Bennett Walls | Litigation | N/A | 215.00 | 10.30 | 2,214.50 |
| Total Legal Assistants | | | | 10.30 | 2,214.50 |
| Total Hours / Fees Requested | | | | 486.50 | 331,941.00 |

| ALL PROFESSIONALS | BLENDED RATE (\$) | TOTAL BILLED HOURS | TOTAL COMPENSATION (\$) |
|----------------------------|------------------------------|-------------------------------|------------------------------------|
| Partners and Counsel | 1,169.82 | 76.20 | 89,140.00 |
| Associates | 601.47 | 400.00 | 240,586.50 |
| Paralegals/Non-Legal Staff | 215.00 | 10.30 | 2,214.50 |
| Blended Timekeeper Rate | 682.30 | | |
| Total Fees Incurred | | 486.50 | 331,941.00 |

Exhibit B

Task Code Summary

| Task Code | Matter | Hours | Value (\$) |
|----------------------|--|---------------|-------------------|
| 2 | General Case Administration | 1.80 | 1,260.00 |
| 3 | Akin Gump Fee Application/Monthly Billing Reports | 31.80 | 26,177.50 |
| 4 | Analysis of Other Professionals Fee Applications/Reports | 5.40 | 5,191.50 |
| 7 | Creditor Committee Matters/Meetings (including 341 meetings) | 0.20 | 172.00 |
| 8 | Hearings and Court Matters/Court Preparation | 5.00 | 4,340.00 |
| 12 | General Claims Analysis/Claims Objection | 0.60 | 289,929.00 |
| 20 | Jointly Asserted Causes of Action | 437.20 | 423,042.50 |
| 22 | Disclosure Statement/Solicitation/Plan/Confirmation | 0.70 | 857.50 |
| 23 | Asset Dispositions/363 Asset Sales | 3.80 | 3,278.50 |
| TOTAL: | | 486.50 | 331,941.00 |

Exhibit C

Itemized Fees

Akin Gump

Strauss Hauer & Feld LLP

SEARS CREDITORS COMMITTEE
CHIEF RESTRUCTURING OFFICER
SEARS HOLDING CORP.
3333 BEVERLY ROAD
HOFFMAN ESTATES, IL 60179
ATTN: ROBERT RIECKER

Invoice Number 1922532
Invoice Date 02/12/21
Client Number 700502
Matter Number 0001

Re: RESTRUCTURING

FOR PROFESSIONAL SERVICES RENDERED:

MATTER SUMMARY OF TIME BILLED BY TASK :

| | | <u>HOURS</u> | <u>VALUE</u> |
|-----|--|--------------|--------------|
| 002 | Case Administration | 1.80 | \$1,260.00 |
| 003 | Akin Gump Fee Application/Monthly Billing Reports | 31.80 | \$26,177.50 |
| 004 | Analysis of Other Professionals Fee Applications/Reports | 5.40 | \$5,191.50 |
| 007 | Creditors Committee Matters/Meetings (including 341 Meetings) | 0.20 | \$172.00 |
| 008 | Hearings and Court Matters/Court Preparation | 5.00 | \$4,340.00 |
| 012 | General Claims Analysis/Claims Objections | 0.60 | \$735.00 |
| 020 | Jointly Asserted Causes of Action | 437.20 | \$289,929.00 |
| 022 | Disclosure Statement/Solicitation/Plan/Confirmation | 0.70 | \$857.50 |
| 023 | Asset Dispositions/363 Asset Sales | 3.80 | \$3,278.50 |
| | TOTAL | 486.50 | \$331,941.00 |

| <u>Date</u> | <u>Tkpr</u> | <u>Task</u> | <u>Hours</u> |
|-------------|-------------|---|--------------|
| 12/01/20 | SM | 002 Review and circulate new filing to members of FR team. | 0.20 |
| 12/03/20 | SM | 002 Review and circulate new filing to FR and lit teams (.2); update case calendar (.2). | 0.40 |
| 12/07/20 | SM | 002 Review and circulate new filing to FR and lit teams. | 0.20 |
| 12/08/20 | SM | 002 Review and circulate new filings to FR and lit teams. | 0.30 |
| 12/09/20 | SM | 002 Update case calendar. | 0.30 |
| 12/16/20 | SM | 002 Review and circulate new filing to FR team (.1); update case calendar (.1). | 0.20 |
| 12/29/20 | SM | 002 Update case calendar. | 0.20 |
| 12/01/20 | SLB | 003 Review fee statement (.2); correspondence with J. Szydlo re same (.1). | 0.30 |
| 12/01/20 | ZDL | 003 Review fee payments received to date and update materials regarding the same in connection with 6th interim fee application. | 1.10 |
| 12/01/20 | JES | 003 Revise fee statement (.5); correspond with accounting team re same (.4); confer with B. Kemp re same (.1); correspond with S. Brauner re same (.1); review and revise fee application (3.1). | 4.20 |
| 12/02/20 | ZDL | 003 Review and revise initial draft of sixth interim fee application (1.9); call with J. Szydlo re same (.2); communications with M. Korycki (M3) regarding outstanding payments (.8). | 2.90 |
| 12/02/20 | JES | 003 Call with Z. Lanier re fee application (.2); review and revise same (1.6); conduct research in connection with same (.5). | 2.30 |
| 12/03/20 | ZDL | 003 Revise sixth interim fee application (2.1); emails with M3 regarding outstanding fee payments (.4). | 2.50 |
| 12/03/20 | JES | 003 Revise Fee Application. | 1.30 |
| 12/04/20 | ZDL | 003 Revise fee application (1.8); correspond with J. Szydlo re same (.1). | 1.90 |
| 12/04/20 | JES | 003 Review and revise fee application (1.8); correspond with Z. Lanier re same (.1). | 1.90 |
| 12/06/20 | SLB | 003 Review and comment on fee application. | 1.70 |
| 12/07/20 | JES | 003 Review and revise fee application. | 2.20 |
| 12/08/20 | SLB | 003 Review Fee App (.4); correspondence with Z. Lanier re same (.2); correspondence with J. Szydlo re same (.1). | 0.70 |
| 12/08/20 | ZDL | 003 Review fee application and provide comments to the same (.5); correspond with S. Brauner re same (.2). | 0.70 |
| 12/08/20 | JES | 003 Review and revise fee application (.3); correspond with S. Brauner re same (.1). | 0.40 |
| 12/09/20 | ZDL | 003 Review fee accrual and correspond with M. Korycki (M3) regarding the same. | 0.20 |
| 12/11/20 | ZDL | 003 Review fee application. | 0.60 |
| 12/14/20 | ZDL | 003 Finalize fee application for filing. | 1.20 |
| 12/15/20 | ZDL | 003 Communications with J. Szydlo regarding Akin fee application. | 0.20 |
| 12/15/20 | JES | 003 Review and finalize fee application (1.5); draft notice of 2021 rate change (.5); correspond with accounting team re same (.3) correspond with Z. Lanier re Akin fee application (.2). | 2.50 |
| 12/16/20 | ZDL | 003 Multiple communications with M. Korycki (M3) regarding outstanding fee payments for approval by litigation designees (.5); prepare consolidated fee approval request for review by litigation designees (.4); prepare fee accrual information (.1). | 1.00 |
| 12/17/20 | ZDL | 003 Coordinate fee payment approvals. | 0.50 |
| 12/17/20 | SM | 003 Review invoice for privilege and confidentiality. | 0.50 |
| 12/18/20 | SLB | 003 Revise rate change notice (.6); correspondence with UCC members re same (.2). | 0.80 |
| 12/30/20 | ZDL | 003 Correspond with M3 regarding fee payments. | 0.20 |
| 12/10/20 | ZDL | 004 Review and comment on UCC professionals' fee applications (FTI, Herrick, Moritt). | 1.30 |

SEARS CREDITORS COMMITTEE
Bill Number: 1922532

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| <u>Date</u> | <u>Tkpr</u> | <u>Task</u> | <u>Hours</u> |
|-------------|-------------|---|--------------|
| 12/11/20 | ZDL | 004 Call with Moritt Hock regarding fee application (.2); provide suggested comments to fee applications (.9). | 1.10 |
| 12/14/20 | SLB | 004 Correspondence with UCC professionals re fee applications and related issues (.4); review drafts of the same (.3). | 0.70 |
| 12/14/20 | ZDL | 004 Communications with UCC professionals regarding upcoming fee app filing. | 0.30 |
| 12/15/20 | SLB | 004 Correspondence with Z. Lanier re fee applications for UCC advisors (.3); coordinate filing of the same (.2). | 0.50 |
| 12/15/20 | ZDL | 004 Final review of UCC professional fee apps (.4); communications with Herrick and Moritt regarding the same (.2); correspond with S. Brauner re same (.3). | 0.90 |
| 12/16/20 | ZDL | 004 Email with Moritt Hock and Herrick regarding outstanding fee payments. | 0.30 |
| 12/29/20 | SLB | 004 Correspondence with ASK re fee statement. | 0.30 |
| 12/02/20 | ZDL | 007 Communications with unsecured creditors regarding case status. | 0.20 |
| 12/07/20 | SM | 008 Coordinate hearing prep. | 0.20 |
| 12/09/20 | SM | 008 Coordinate preparation for upcoming hearing. | 0.80 |
| 12/10/20 | SLB | 008 Attend hearing telephonically. | 1.60 |
| 12/10/20 | SM | 008 Prepare for (.3) and attend (1.6) omnibus hearing telephonically; prepare summary of same for Committee (.5). | 2.40 |
| 12/01/20 | SLB | 012 Correspondence with G. Fail and S. Singh (Weil) re Admin creditor request to shorten time re 503(b) application (.2); analyze issues re same (.4). | 0.60 |
| 12/01/20 | DMZ | 020 Correspond with D. Chapman re consolidation motion. | 0.10 |
| 12/01/20 | RJC | 020 Review electronic discovery documents (3.7); draft fact chronology in connection with same (3.4). | 7.10 |
| 12/01/20 | DLC | 020 Review and revise admin materials in connection with Adversary Proceeding (1.0); review legal analysis re open case issues (.5); review memo re privilege log (.4); review memorandum re insurance issues implicated in Adversary Proceeding (.7); correspond with D. Zensky re consolidation motion (.1); analyze issues re same (.2). | 2.90 |
| 12/01/20 | MY | 020 Review shareholder data of certain defendants named in adversary proceeding (.8); correspond with plaintiffs' counsel concerning same (.2). | 1.00 |
| 12/01/20 | JPJ | 020 Update internal documents tracking re incoming discovery. | 0.20 |
| 12/01/20 | SMN | 020 Conduct case law research in motion to dismiss briefing in connection with adversary proceeding. | 0.60 |
| 12/01/20 | PJG | 020 Analyze defendants' privilege logs. | 1.70 |
| 12/01/20 | CWY | 020 Revise motion to consolidate and circulate same to members of Lit team (.3); conduct research in connection with same (1.5); draft analysis re same (.8). | 2.60 |
| 12/01/20 | NRL | 020 Conduct second level review of discovery documents re governance issues. | 6.80 |
| 12/02/20 | RJC | 020 Review discovery document (.9) create demonstrative exhibit re same (1.4); conduct review of discovery documents (5.6). | 7.90 |
| 12/02/20 | DLC | 020 Exchange emails with counsel to third parties re document production (.5); review and comment on legal research memo in connection with adversary proceeding issues (1.0); inform client re third party discussions of case updates and scheduling issues (.5). | 2.00 |
| 12/02/20 | SLB | 020 Correspondence with Litigation Designees re case status and open admin issues. | 0.30 |
| 12/02/20 | SMN | 020 Review docket in New York D&O insurance action (.1); review cases implicating issues in motion to dismiss briefing (.8). | 0.90 |
| 12/02/20 | CWY | 020 Revise motion to consolidate. | 1.40 |
| 12/02/20 | NRL | 020 Conduct second level review of documents concerning liquidity (4.7); draft summaries of hot docs (1.6) | 6.30 |
| 12/03/20 | RJC | 020 Conduct review of electronic discovery documents. | 6.00 |

| <u>Date</u> | <u>Tkpr</u> | <u>Task</u> | <u>Hours</u> |
|-------------|-------------|---|--------------|
| 12/03/20 | DLC | 020 Correspond with counsel to third party re open issues in connection with Adversary Proceeding (.3); review correspondence with members of ASK team re Adversary Proceeding (.3); review and revise consolidation motion (.3). | 0.90 |
| 12/03/20 | MY | 020 Review shareholder data for certain defendants named in adversary proceeding. | 1.80 |
| 12/03/20 | JPk | 020 Review internal correspondence regarding discovery produced in adversary proceeding. | 0.10 |
| 12/03/20 | SMN | 020 Review cases implicating issues in motion to dismiss briefing. | 0.20 |
| 12/03/20 | PJG | 020 Review defendants' privilege logs. | 4.20 |
| 12/03/20 | NRL | 020 Conduct second level review of corporate governance docs. | 6.20 |
| 12/04/20 | RJC | 020 Review discovery documents (2.6); draft fact chronology re same (4.1). | 6.70 |
| 12/04/20 | DLC | 020 Prepare for (.5) and participate in call with third party re open issues in connection with Adversary Proceeding (1.2); follow up with litigation designees re same (.2); confer with members of Herrick and ASK teams re administrative issues related to Adversary Proceeding (.5); review memorandum in connection with consolidation motion (.8). | 3.20 |
| 12/04/20 | MY | 020 Review shareholder data for certain defendants named in adversary proceeding (.7); correspond with plaintiffs' counsel concerning same (.3). | 1.00 |
| 12/04/20 | SMN | 020 Correspond with P. Glackin re administrative issues in connection with adversary proceeding. | 0.10 |
| 12/04/20 | PJG | 020 Correspond with S. Nolan re administrative issues in connection with adversary proceeding (.1); correspond with counsel to defendants re privilege log issues (.7). | 0.80 |
| 12/04/20 | BMW | 020 Update tracker re expenses incurred in connection with Adversary Proceeding. | 0.70 |
| 12/04/20 | NRL | 020 Conduct second level review of electronic discovery documents. | 3.70 |
| 12/05/20 | RJC | 020 Conduct review of discovery documents. | 3.20 |
| 12/06/20 | RJC | 020 Conduct review of discovery documents. | 3.70 |
| 12/07/20 | RJC | 020 Review discovery documents (3.1); draft fact chronology re same (4.4). | 7.50 |
| 12/07/20 | DLC | 020 Correspond with Litigation Designees re status of Adversary Proceeding. | 0.50 |
| 12/07/20 | MY | 020 Review shareholder data for certain defendants named in adversary proceeding. | 1.00 |
| 12/07/20 | EBM | 020 Conduct analysis of privilege issues related to discovery in adversary proceeding. | 4.00 |
| 12/07/20 | SMN | 020 Review cases implicating issues in motion to dismiss briefing. | 0.80 |
| 12/07/20 | PJG | 020 Review hot docs. | 0.30 |
| 12/07/20 | NRL | 020 Conduct second level document review concerning liquidity for adversary proceeding. | 2.20 |
| 12/08/20 | DMZ | 020 Review recent case law implicating issues relevant to Adversary Proceeding. | 0.40 |
| 12/08/20 | RJC | 020 Conduct review of electronic discovery documents (3.9); draft fact chronology re same (3.9). | 7.80 |
| 12/08/20 | DLC | 020 Review consolidation motion and proposed order (.4); review case law relevant to same (.6); review legal analysis re same (.4). | 1.40 |
| 12/08/20 | EBM | 020 Conduct research related to discovery in adversary proceeding (4.8); draft analysis re same (3.0). | 7.80 |
| 12/08/20 | SMN | 020 Correspond with expert retained in connection with adversary proceeding re document discovery (.1); review new cases implicating issues in motion to dismiss briefing (.6). | 0.70 |
| 12/08/20 | CWY | 020 Revise motion to consolidate. | 0.50 |
| 12/09/20 | DMZ | 020 Call with D. Chapman re consolidation motion. | 0.30 |
| 12/09/20 | RJC | 020 Review discovery documents and draft fact chronology re same. | 7.10 |
| 12/09/20 | DLC | 020 Call with D. Zensky re consolidation motion. | 0.30 |
| 12/09/20 | SS | 020 Draft proposed scheduling order re motion to consolidate. | 1.50 |

SEARS CREDITORS COMMITTEE
Bill Number: 1922532Page 5
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| <u>Date</u> | <u>Tkpr</u> | <u>Task</u> | <u>Hours</u> |
|-------------|-------------|---|--------------|
| 12/09/20 | EBM | 020 Conduct review of privilege log. | 1.40 |
| 12/09/20 | SMN | 020 Correspond with expert re document discovery (.1); review new cases implicating issues in motion to dismiss briefing (.3). | 0.40 |
| 12/10/20 | DMZ | 020 Call with ASK team re status of public shareholder case and consolidation motion. | 0.50 |
| 12/10/20 | RJC | 020 Conduct second level review of discovery documents. | 7.60 |
| 12/10/20 | DLC | 020 Call with ASK team re consolidation (.5); analyze issues re document review (.6); confer with counsel to third party re privilege issues (.3). | 1.40 |
| 12/10/20 | SS | 020 Attend call with ASK team re consolidation motion. | 0.50 |
| 12/10/20 | JAL | 020 Review materials re public shareholder action. | 0.50 |
| 12/10/20 | SMN | 020 Review filings in New York D&O insurance action (.1); review cases implicating issues in motion to dismiss briefing (.2). | 0.30 |
| 12/10/20 | NRL | 020 Conduct second level review of documents concerning liquidation and governance. | 8.20 |
| 12/11/20 | DMZ | 020 Review and comment on motion to consolidate (.3); call with counsel to Defendant re same (.3). | 0.60 |
| 12/11/20 | RJC | 020 Review electronic discovery documents and draft fact chronology. | 7.30 |
| 12/11/20 | DLC | 020 Participate in call with defendants counsel re consolidation (.3); review internal comments to motion to consolidate (.3). | 0.60 |
| 12/11/20 | SS | 020 Attend call with defense counsel re consolidation (.3); review draft motion re same (1.0). | 1.30 |
| 12/11/20 | CWY | 020 Revise draft motion to consolidate. | 1.70 |
| 12/12/20 | RJC | 020 Review electronic discovery documents and draft fact chronology. | 5.00 |
| 12/12/20 | NRL | 020 Conduct second level review of discovery documents. | 4.20 |
| 12/13/20 | DMZ | 020 Participate in call with litigation and FR team members re case status and strategy. | 0.30 |
| 12/13/20 | RJC | 020 Review electronic discovery documents and draft fact chronology. | 4.10 |
| 12/13/20 | DLC | 020 Participate in call with litigation and FR team members re adversary proceeding status (.3); review legal research in connection with adversary proceeding (.3). | 0.60 |
| 12/13/20 | SLB | 020 Call with lit team members re open issues in connection with Adversary Proceeding and next steps. | 0.30 |
| 12/14/20 | RJC | 020 Review electronic discovery documents and draft fact chronology. | 8.90 |
| 12/14/20 | DLC | 020 Review correspondence from defendant's counsel re privilege issues (.3); review privilege logs (1.0); call with E. Maizel re same (.7); call with counsel to third party re scheduling issues (.4); update case budget (.8); review and update task list (.7); confer with litigation designees re open issues (.3); correspondence with S. Brauner re same (.2); outline consolidated case schedule (.8); analyze D&O issues (.2). | 5.40 |
| 12/14/20 | SLB | 020 Correspondence with D. Chapman re open issues in connection with adversary proceeding and related admin matters. | 0.20 |
| 12/14/20 | EBM | 020 Prepare for (.2) and participate in (.7) call with D. Chapman re privilege issues. | 0.90 |
| 12/14/20 | SMN | 020 Review update to docket of New York D&O insurance action (.1); correspond with New York court re same (.1); analyze issues in connection with same (.3). | 0.50 |
| 12/14/20 | PJG | 020 Analyze defendants' privilege log. | 1.10 |
| 12/14/20 | NRL | 020 Conduct second level review of electronic discovery documents. | 8.30 |
| 12/15/20 | RJC | 020 Review electronic discovery documents and draft fact chronology. | 7.00 |
| 12/15/20 | DLC | 020 Prepare for (.5) and participate in (.8) call with third party re scheduling and related issues in connection with Adversary Proceeding; circulate internal update re same (.2); confer with defendants' counsel re discovery (.3); review and comment on consolidation brief (1.5). | 3.30 |
| 12/15/20 | SLB | 020 Analyze open issues in connection with adversary proceeding. | 0.20 |
| 12/15/20 | MY | 020 Review shareholder data of certain defendants named in adversary proceeding. | 2.00 |
| 12/15/20 | SS | 020 Review revised brief in connection with motion to consolidate (2.0); | 3.50 |

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Bill Number: 1922532

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| <u>Date</u> | <u>Tkpr</u> | <u>Task</u> | <u>Hours</u> |
|-------------|-------------|---|--------------|
| | | conduct legal research in connection with same (1.5). | |
| 12/15/20 | JPK | 020 Review privilege logs produced by defendants in adversary proceeding. | 0.40 |
| 12/15/20 | EBM | 020 Draft summary re privilege issues in connection with adversary proceeding. | 2.10 |
| 12/15/20 | JAL | 020 Draft stipulation in connection with adversary proceeding (4.9); review materials in connection with same (2.2). | 7.10 |
| 12/15/20 | SMN | 020 Review cases implicating issues in motion to dismiss briefing. | 0.30 |
| 12/15/20 | PJG | 020 Review emails re analysis of defendants' privilege logs. | 0.40 |
| 12/15/20 | BMW | 020 Compile and organize privilege logs. | 2.10 |
| 12/15/20 | CWY | 020 Revise motion to consolidate. | 1.20 |
| 12/16/20 | RJC | 020 Review electronic discovery documents and draft fact chronology. | 8.10 |
| 12/16/20 | DLC | 020 Confer with defendants' counsel and third party re discovery. | 0.60 |
| 12/16/20 | SLB | 020 Analyze open issues in connection with adversary proceeding. | 0.30 |
| 12/16/20 | SS | 020 Revise draft motion to consolidate (1.3); draft scheduling order re same (1.0). | 2.30 |
| 12/16/20 | JPK | 020 Review privilege logs produced by defendants in adversary proceeding. | 3.50 |
| 12/16/20 | JAL | 020 Draft stipulation in connection with adversary proceeding (5.2); review materials in connection with same (1.5). | 6.70 |
| 12/16/20 | SMN | 020 Review (.4) and summarize (.8) recent case law relevant to issues in motion to dismiss briefing. | 1.20 |
| 12/16/20 | PJG | 020 Analyze defendants' privilege log. | 1.10 |
| 12/16/20 | BMW | 020 Compile and organize privilege logs for attorney review. | 2.50 |
| 12/16/20 | NRL | 020 Conduct second level review of electronic discovery documents. | 1.40 |
| 12/17/20 | DMZ | 020 Review correspondence from members of lit team re D&O insurance case. | 0.10 |
| 12/17/20 | RJC | 020 Review electronic discovery documents and draft fact chronology. | 6.10 |
| 12/17/20 | DLC | 020 Review consolidation motion and circulate same to ASK (.3); review memorandum in connection with adversary proceeding (.4); correspond with lit team members re privilege logs (.1); review correspondence from lit team members re D&O action (.1). | 0.90 |
| 12/17/20 | SS | 020 Analyze motion to consolidate and related issues (1.4); revise scheduling order re same (.5). | 1.90 |
| 12/17/20 | JPK | 020 Prepare summary of privilege logs (2.4); correspond with members of litigation team re same (.2). | 2.60 |
| 12/17/20 | EBM | 020 Correspond with litigation team members re privilege issues (.4); review and revise summary of same (.5). | 0.90 |
| 12/17/20 | JAL | 020 Draft stipulation in connection with adversary proceeding (5.2); review materials in connection with same (1.1). | 6.30 |
| 12/17/20 | SMN | 020 Attend hearing in New York D&O insurance coverage action (.5); summarize outcome of same and send to members of the litigation team (.3). | 0.80 |
| 12/17/20 | PJG | 020 Analyze defendants' privilege log (1.9); confer with litigation team members re same (.5). | 2.40 |
| 12/17/20 | BMW | 020 Compile materials for attorneys re privilege issues. | 5.00 |
| 12/18/20 | DMZ | 020 Call with counsel to defendants re consolidation (.2); review stipulation in connection with adversary proceeding (.2). | 0.40 |
| 12/18/20 | RJC | 020 Review electronic discovery documents (5.5); draft fact chronology (3.8). | 9.30 |
| 12/18/20 | DLC | 020 Review and revise draft stipulation in connection with adversary proceeding (2.5); participate in call with defendants counsel re privilege issues (.2); correspondence with members of ASK team re same (.3); prepare and send email to litigation designees re decision in state court D&O action (.4); revise and circulate presentation re same (.8). | 4.20 |
| 12/18/20 | SS | 020 Revise scheduling order re consolidated cases. | 1.50 |
| 12/18/20 | JPK | 020 Review privilege logs produced by defendants in adversary proceeding. | 2.90 |
| 12/18/20 | SMN | 020 Review recent case law implicating issues in motion to dismiss briefing. | 2.30 |
| 12/18/20 | PJG | 020 Conduct research re open issues in connection with adversary | 3.30 |

| <u>Date</u> | <u>Tkpr</u> | <u>Task</u> | <u>Hours</u> |
|-------------|-------------|---|--------------|
| | | proceeding. | |
| 12/19/20 | RJC | 020 Review electronic discovery documents (5.5); draft fact chronology (1.2). | 6.70 |
| 12/20/20 | RJC | 020 Review electronic discovery documents (4.1); draft fact chronology (3.1). | 7.20 |
| 12/21/20 | DMZ | 020 Review and comment on revised stipulation in connection with adversary proceeding. | 0.50 |
| 12/21/20 | RJC | 020 Review electronic discovery documents (5.9); draft fact chronology (2.5). | 8.40 |
| 12/21/20 | JPk | 020 Review privilege logs produced in adversary proceeding. | 0.10 |
| 12/22/20 | DMZ | 020 Comment on stipulation in connection with adversary proceeding (.3); call with parties in shareholder action re updates (.6). | 0.90 |
| 12/22/20 | RJC | 020 Review electronic discovery documents and draft fact chronology. | 8.20 |
| 12/22/20 | DLC | 020 Review revised stipulation in connection with adversary proceeding (.2); analyze issues re consolidation (.3). | 0.50 |
| 12/22/20 | SS | 020 Revise draft motion to consolidate (1.3); draft email to ASK team re same and related discovery matters (.8); revise draft order re same (.4). | 2.50 |
| 12/22/20 | JPk | 020 Prepare summary of privilege logs produced in adversary proceeding. | 1.50 |
| 12/22/20 | EBM | 020 Conduct research in connection with adversary proceeding issues. | 1.60 |
| 12/23/20 | DMZ | 020 Review and comment on consolidation motion. | 0.20 |
| 12/23/20 | RJC | 020 Review electronic discovery documents and draft fact chronology. | 6.80 |
| 12/23/20 | DLC | 020 Review correspondence from members of litigation team re consolidation. | 0.20 |
| 12/23/20 | SS | 020 Call with C. Youngs re motion to consolidate. | 0.30 |
| 12/23/20 | CWY | 020 Call with S. Sharad re motion to consolidate (.3); revise motion to consolidate (2.0). | 2.30 |
| 12/24/20 | RJC | 020 Review electronic discovery documents (3.1); draft fact chronology (1.6). | 4.70 |
| 12/24/20 | CWY | 020 Revise motion to consolidate. | 2.60 |
| 12/26/20 | RJC | 020 Review electronic discovery documents (.5); draft chronology memorandum (.6). | 1.10 |
| 12/27/20 | RJC | 020 Review electronic discovery documents (4.1); draft fact chronology memorandum (1.0). | 5.10 |
| 12/27/20 | DLC | 020 Correspond with S. Nolan re stay of D&O action (.3); review key document in connection with same (.2). | 0.50 |
| 12/27/20 | JPk | 020 Review privilege logs produced in connection with adversary proceeding. | 0.70 |
| 12/27/20 | SMN | 020 Correspond with D. Chapman re partial stay of D&O action (.3); review filings in New York D&O insurance action (.4); summarize same (.3). | 1.00 |
| 12/28/20 | DMZ | 020 Review status of open issues in connection with adversary proceeding. | 0.30 |
| 12/28/20 | RJC | 020 Review electronic discovery documents and draft fact chronology memorandum. | 8.10 |
| 12/28/20 | DLC | 020 Call with third party re open issues in connection with Adversary Proceeding (1.4); analyze issues re stay in connection with D&O state court action (.5). | 1.90 |
| 12/28/20 | SS | 020 Revise draft motion to consolidate (2.1); call with C. Youngs re same (.4). | 2.50 |
| 12/28/20 | SMN | 020 Analyze issues re New York D&O insurance action (.3); email defendants re extension of partial stay of action (.1); review cases implicating issues in motion to dismiss briefing (.8). | 1.20 |
| 12/28/20 | CWY | 020 Review revisions to motion to consolidate (.4); call with S. Sharad re same (.4); revise same (2.0). | 2.80 |
| 12/29/20 | DMZ | 020 Analyze issues re privilege and consolidation. | 0.20 |
| 12/29/20 | RJC | 020 Review electronic discovery documents and draft fact chronology memorandum. | 8.40 |
| 12/29/20 | DLC | 020 Draft stipulation in connection with adversary proceeding (5.4); review and revise consolidation motion and proposed schedule (1.1); draft | 6.90 |

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| <u>Date</u> | <u>Tkpr</u> | <u>Task</u> | <u>Hours</u> |
|-------------|-------------|---|--------------|
| | | correspondence to lit team members re document discovery and motion to consolidate (.4). | |
| 12/29/20 | MY | 020 Prepare public shareholder discovery data. | 4.40 |
| 12/29/20 | SS | 020 Revise draft motion to consolidate (.8); correspond with members of litigation team re same (.4). | 1.20 |
| 12/29/20 | JPk | 020 Draft correspondence to members of litigation team regarding production of documents in connection with adversary proceeding. | 0.20 |
| 12/29/20 | SMN | 020 Correspond with expert re update call (.1); correspond with members of the litigation team re motion to consolidate public shareholder action (.1); revise same (.2); review cases implicating issues in motion to dismiss briefing (.2). | 0.60 |
| 12/29/20 | PJG | 020 Review correspondence from members of litigation team re motion to consolidate. | 0.10 |
| 12/29/20 | CWY | 020 Revise motion to consolidate. | 0.60 |
| 12/30/20 | DMZ | 020 Review and comment on revised motion to consolidate. | 0.70 |
| 12/30/20 | RJC | 020 Review electronic discovery documents and draft fact chronology memorandum. | 7.70 |
| 12/30/20 | DLC | 020 Revise presentation re adversary proceeding (.6); review revisions to consolidation motion (.2); confer with Paul Weiss re document productions (.3). | 1.10 |
| 12/30/20 | MY | 020 Prepare public shareholder discovery data. | 0.20 |
| 12/30/20 | SS | 020 Review revisions to motion to consolidate. | 0.40 |
| 12/30/20 | SMN | 020 Analyze issues re extension of partial stay of D&O action. | 0.20 |
| 12/30/20 | PJG | 020 Review hot docs. | 0.30 |
| 12/31/20 | RJC | 020 Review electronic discovery documents (4.4); draft fact chronology memorandum (2.1). | 6.50 |
| 12/31/20 | DLC | 020 Review and revise presentation re adversary proceeding. | 1.20 |
| 12/31/20 | SLB | 020 Draft correspondence to members of FR and Lit teams re presentation on adversary proceeding. | 0.20 |
| 12/31/20 | SS | 020 Confer with C. Youngs re edits to consolidation motion (.4); review and revise same (1.0). | 1.40 |
| 12/31/20 | SMN | 020 Review cases implicating issues in motion to dismiss briefing. | 0.60 |
| 12/31/20 | CWY | 020 Review revised motion to consolidate (.3); call with S. Sharad re same (.4); revise same (.9); draft proposed order for same (2.9); conduct research in connection with same (.5). | 5.00 |
| 12/05/20 | SLB | 022 Confer with S. Singh and G. Fail (Weil) re Plan effective date issues. | 0.70 |
| 12/04/20 | ZDL | 023 Review Transform response to turnover motion (.8); review turnover motion (.2); draft and circulate summary of arguments to UCC (.9). | 1.90 |
| 12/08/20 | ZDL | 023 Review Debtors' reply in support of turnover motion against Transform (.6); prepare and send update regarding the same to the UCC (.3); review earlier motion practice on same (.3). | 1.20 |
| 12/10/20 | ZDL | 023 Review updates regarding turnover motion against Transform (.2); emails with members of the UCC regarding the same (.2). | 0.40 |
| 12/23/20 | JPk | 023 Conduct research in connection with privilege log review. | 0.30 |
| Total Hours | | | 486.50 |

TIMEKEEPER TIME SUMMARY:

| <u>Timekeeper</u> | <u>Hours</u> | | <u>Rate</u> | | <u>Value</u> |
|-------------------|--------------|----|-------------|---|--------------|
| D M ZENSKY | 5.50 | at | \$1595.00 | = | \$8,772.50 |
| D L CHAPMAN | 40.50 | at | \$1225.00 | = | \$49,612.50 |
| S L BRAUNER | 9.40 | at | \$1225.00 | = | \$11,515.00 |
| S SHARAD | 20.80 | at | \$925.00 | = | \$19,240.00 |
| J P KANE | 12.50 | at | \$895.00 | = | \$11,187.50 |
| E B MAIZEL | 18.70 | at | \$810.00 | = | \$15,147.00 |
| J A LATOV | 20.60 | at | \$810.00 | = | \$16,686.00 |

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| <u>Timekeeper</u> | <u>Hours</u> | | <u>Rate</u> | | <u>Value</u> |
|-------------------|--------------|----|-------------|---|--------------|
| Z D LANIER | 20.60 | at | \$860.00 | = | \$17,716.00 |
| S M NOLAN | 12.70 | at | \$725.00 | = | \$9,207.50 |
| P J GLACKIN | 15.70 | at | \$650.00 | = | \$10,205.00 |
| S MAHKAMOVA | 5.70 | at | \$700.00 | = | \$3,990.00 |
| J E SZYDLO | 14.80 | at | \$700.00 | = | \$10,360.00 |
| C W YOUNGS | 20.70 | at | \$565.00 | = | \$11,695.50 |
| N R LOMBARDI | 47.30 | at | \$735.00 | = | \$34,765.50 |
| R J COLLINS | 199.30 | at | \$475.00 | = | \$94,667.50 |
| M YOUNG | 11.40 | at | \$435.00 | = | \$4,959.00 |
| B M WALLS | 10.30 | at | \$215.00 | = | \$2,214.50 |

Current Fees

\$331,941.00

FOR COSTS ADVANCED AND EXPENSES INCURRED:

| | |
|---------------------------------------|--------------|
| Computerized Legal Research - Other | \$98.50 |
| Computerized Legal Research - Westlaw | \$4,270.60 |
| - in contract 30% discount | |
| Prof Fees - Consultant Fees | \$6,600.00 |
| Professional Fees - Legal | \$136,972.50 |
| Telephone - Long Distance | \$140.00 |
| Transcripts | \$91.20 |

Current Expenses

\$148,172.80

| <u>Date</u> | | <u>Value</u> |
|-------------|--|--------------|
| 10/25/20 | Prof Fees - Consultant Fees VENDOR: SOLOMON PAGE GROUP LLC INVOICE#: 0707755 DATE: 10/25/2020 Sears Project - Consultant fees | \$6,600.00 |
| 12/01/20 | Computerized Legal Research - Westlaw - in contract 30% discount User: NOLAN SEAN Date: 12/1/2020 AcctNumber: 1000193694 ConnectTime: 0.0 | \$91.04 |
| 12/01/20 | Computerized Legal Research - Westlaw - in contract 30% discount User: YOUNGS CONOR Date: 12/1/2020 AcctNumber: 1000193694 ConnectTime: 0.0 | \$197.74 |
| 12/01/20 | Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 12/1/2020 AcctNumber: 1003389479 ConnectTime: 0.0 | \$65.67 |
| 12/02/20 | Computerized Legal Research - Westlaw - in contract 30% discount User: NOLAN SEAN Date: 12/2/2020 AcctNumber: 1000193694 ConnectTime: 0.0 | \$91.04 |
| 12/02/20 | Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 12/2/2020 AcctNumber: 1003389479 | \$17.91 |

Exhibit D

Disbursement Summary

DISBURSEMENT SUMMARY

| Disbursement Activity | Amount (\$) |
|---|-------------------|
| Computerized Legal Research – Other | 98.50 |
| Computerized Legal Research – Westlaw – in contract | 4,270.60 |
| 30% discount | |
| Prof Fees – Consultant Fees | 6,600.00 |
| Professional Fees – Legal | 136,972.50 |
| Telephone – Long Distance | 140.00 |
| Transcripts | 91.20 |
| TOTAL: | 148,172.80 |

Exhibit E

Itemized Disbursements

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| <u>Timekeeper</u> | <u>Hours</u> | | <u>Rate</u> | | <u>Value</u> |
|-------------------|--------------|----|-------------|---|--------------|
| Z D LANIER | 20.60 | at | \$860.00 | = | \$17,716.00 |
| S M NOLAN | 12.70 | at | \$725.00 | = | \$9,207.50 |
| P J GLACKIN | 15.70 | at | \$650.00 | = | \$10,205.00 |
| S MAHKAMOVA | 5.70 | at | \$700.00 | = | \$3,990.00 |
| J E SZYDLO | 14.80 | at | \$700.00 | = | \$10,360.00 |
| C W YOUNGS | 20.70 | at | \$565.00 | = | \$11,695.50 |
| N R LOMBARDI | 47.30 | at | \$735.00 | = | \$34,765.50 |
| R J COLLINS | 199.30 | at | \$475.00 | = | \$94,667.50 |
| M YOUNG | 11.40 | at | \$435.00 | = | \$4,959.00 |
| B M WALLS | 10.30 | at | \$215.00 | = | \$2,214.50 |

Current Fees

\$331,941.00

FOR COSTS ADVANCED AND EXPENSES INCURRED:

| | |
|---------------------------------------|--------------|
| Computerized Legal Research - Other | \$98.50 |
| Computerized Legal Research - Westlaw | \$4,270.60 |
| - in contract 30% discount | |
| Prof Fees - Consultant Fees | \$6,600.00 |
| Professional Fees - Legal | \$136,972.50 |
| Telephone - Long Distance | \$140.00 |
| Transcripts | \$91.20 |

Current Expenses

\$148,172.80

| <u>Date</u> | | <u>Value</u> |
|-------------|--|--------------|
| 10/25/20 | Prof Fees - Consultant Fees VENDOR: SOLOMON PAGE GROUP LLC INVOICE#: 0707755 DATE: 10/25/2020 Sears Project - Consultant fees | \$6,600.00 |
| 12/01/20 | Computerized Legal Research - Westlaw - in contract 30% discount User: NOLAN SEAN Date: 12/1/2020 AcctNumber: 1000193694 ConnectTime: 0.0 | \$91.04 |
| 12/01/20 | Computerized Legal Research - Westlaw - in contract 30% discount User: YOUNGS CONOR Date: 12/1/2020 AcctNumber: 1000193694 ConnectTime: 0.0 | \$197.74 |
| 12/01/20 | Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 12/1/2020 AcctNumber: 1003389479 ConnectTime: 0.0 | \$65.67 |
| 12/02/20 | Computerized Legal Research - Westlaw - in contract 30% discount User: NOLAN SEAN Date: 12/2/2020 AcctNumber: 1000193694 ConnectTime: 0.0 | \$91.04 |
| 12/02/20 | Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 12/2/2020 AcctNumber: 1003389479 | \$17.91 |

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| | | |
|----------|--|--------------|
| 12/02/20 | ConnectTime: 0.0 Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 12/2/2020 AcctNumber: 1003389479 ConnectTime: 0.0 | \$65.67 |
| 12/02/20 | Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 12/2/2020 AcctNumber: 1003389479 ConnectTime: 0.0 | \$5.97 |
| 12/03/20 | Computerized Legal Research - Westlaw - in contract 30% discount User: RODRIGUEZ JAIME Date: 12/3/2020 AcctNumber: 1003389479 ConnectTime: 0.0 | \$41.79 |
| 12/07/20 | Computerized Legal Research - Westlaw - in contract 30% discount User: NOLAN SEAN Date: 12/7/2020 AcctNumber: 1000193694 ConnectTime: 0.0 | \$304.45 |
| 12/07/20 | Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 12/7/2020 AcctNumber: 1003389479 ConnectTime: 0.0 | \$23.88 |
| 12/07/20 | Computerized Legal Research - Westlaw - in contract 30% discount User: RODRIGUEZ JAIME Date: 12/7/2020 AcctNumber: 1003389479 ConnectTime: 0.0 | \$131.33 |
| 12/07/20 | Professional Fees - Legal VENDOR: STOUT RISIUS ROSS INC INVOICE#: CINV-011213 DATE: 12/7/2020 For Expert Services in Sears Adversary Proceeding | \$5,137.50 |
| 12/07/20 | Professional Fees - Legal VENDOR: ANALYSIS GROUP INC INVOICE#: 1008157-01 DATE: 12/7/2020 For Professional Services Rendered in Sears Adversary Proceeding | \$131,835.00 |
| 12/08/20 | Computerized Legal Research - Westlaw - in contract 30% discount User: BERNLOHR ELISE Date: 12/8/2020 AcctNumber: 1000193694 ConnectTime: 0.0 | \$213.42 |
| 12/08/20 | Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 12/8/2020 AcctNumber: 1003389479 ConnectTime: 0.0 | \$65.67 |
| 12/09/20 | Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 12/9/2020 AcctNumber: 1003389479 ConnectTime: 0.0 | \$17.91 |
| 12/09/20 | Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 12/9/2020 AcctNumber: 1003389479 ConnectTime: 0.0 | \$65.67 |

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| | | |
|----------|---|----------|
| 12/09/20 | Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 12/9/2020 AcctNumber: 1003389479 ConnectTime: 0.0 | \$5.97 |
| 12/10/20 | Computerized Legal Research - Westlaw - in contract 30% discount User: NOLAN SEAN Date: 12/10/2020 AcctNumber: 1000193694 ConnectTime: 0.0 | \$91.04 |
| 12/10/20 | Computerized Legal Research - Westlaw - in contract 30% discount User: RODRIGUEZ JAIME Date: 12/10/2020 AcctNumber: 1003389479 ConnectTime: 0.0 | \$41.79 |
| 12/10/20 | Telephone - Long Distance VENDOR: SHIRIN MAHKAMOVA INVOICE#: 4380985612171807 DATE: 12/17/2020 Court Calls, 12/10/20, Payment for court call hearing held on 12/10/2020 at 10:00 AM (ET)., CourtSolutions, LLC | \$70.00 |
| 12/10/20 | Telephone - Long Distance VENDOR: SARA L. BRAUNER INVOICE#: 4380970412172007 DATE: 12/17/2020 Court Calls, 12/10/20, Payment for court call hearing held on 12/10/2020 at 10:00 AM (ET)., CourtSolutions, LLC | \$70.00 |
| 12/11/20 | Computerized Legal Research - Westlaw - in contract 30% discount User: BRAUNER SARA Date: 12/11/2020 AcctNumber: 1000193694 ConnectTime: 0.0 | \$320.12 |
| 12/13/20 | Transcripts VENDOR: VERITEXT INVOICE#: 4711049 DATE: 12/13/2020 Transcriber fee for transcript of December 10, 2020 hearing. | \$91.20 |
| 12/14/20 | Computerized Legal Research - Westlaw - in contract 30% discount User: NOLAN SEAN Date: 12/14/2020 AcctNumber: 1000193694 ConnectTime: 0.0 | \$106.71 |
| 12/14/20 | Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 12/14/2020 AcctNumber: 1003389479 ConnectTime: 0.0 | \$23.88 |
| 12/14/20 | Computerized Legal Research - Westlaw - in contract 30% discount User: RODRIGUEZ JAIME Date: 12/14/2020 AcctNumber: 1003389479 ConnectTime: 0.0 | \$131.33 |
| 12/15/20 | Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 12/15/2020 AcctNumber: 1003389479 ConnectTime: 0.0 | \$65.67 |
| 12/16/20 | Computerized Legal Research - Westlaw - in contract 30% discount User: NOLAN SEAN Date: 12/16/2020 | \$106.71 |

SEARS CREDITORS COMMITTEE
Bill Number: 1922532Page 12
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|----------|---|----------|
| | AcctNumber: 1000193694 ConnectTime: 0.0 | |
| 12/16/20 | Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 12/16/2020 AcctNumber: 1003389479 ConnectTime: 0.0 | \$17.91 |
| 12/16/20 | Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 12/16/2020 AcctNumber: 1003389479 ConnectTime: 0.0 | \$65.67 |
| 12/16/20 | Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 12/16/2020 AcctNumber: 1003389479 ConnectTime: 0.0 | \$5.97 |
| 12/17/20 | Computerized Legal Research - Westlaw - in contract 30% discount User: GLACKIN PATRICK Date: 12/17/2020 AcctNumber: 1000193694 ConnectTime: 0.0 | \$106.71 |
| 12/17/20 | Computerized Legal Research - Westlaw - in contract 30% discount User: RODRIGUEZ JAIME Date: 12/17/2020 AcctNumber: 1003389479 ConnectTime: 0.0 | \$41.79 |
| 12/18/20 | Computerized Legal Research - Westlaw - in contract 30% discount User: GLACKIN PATRICK Date: 12/18/2020 AcctNumber: 1000193694 ConnectTime: 0.0 | \$533.54 |
| 12/21/20 | Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 12/21/2020 AcctNumber: 1003389479 ConnectTime: 0.0 | \$23.88 |
| 12/21/20 | Computerized Legal Research - Westlaw - in contract 30% discount User: RODRIGUEZ JAIME Date: 12/21/2020 AcctNumber: 1003389479 ConnectTime: 0.0 | \$131.33 |
| 12/22/20 | Computerized Legal Research - Westlaw - in contract 30% discount User: BERNLOHR ELISE Date: 12/22/2020 AcctNumber: 1000193694 ConnectTime: 0.0 | \$320.12 |
| 12/22/20 | Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 12/22/2020 AcctNumber: 1003389479 ConnectTime: 0.0 | \$65.67 |
| 12/23/20 | Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 12/23/2020 AcctNumber: 1003389479 ConnectTime: 0.0 | \$17.91 |
| 12/23/20 | Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 12/23/2020 AcctNumber: | \$65.67 |

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Bill Number: 1922532Page 13
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|----------|---|----------|
| 12/23/20 | 1003389479 ConnectTime: 0.0 Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 12/23/2020 AcctNumber: 1003389479 ConnectTime: 0.0 | \$5.97 |
| 12/24/20 | Computerized Legal Research - Westlaw - in contract 30% discount User: RODRIGUEZ JAIME Date: 12/24/2020 AcctNumber: 1003389479 ConnectTime: 0.0 | \$41.79 |
| 12/28/20 | Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 12/28/2020 AcctNumber: 1003389479 ConnectTime: 0.0 | \$23.88 |
| 12/28/20 | Computerized Legal Research - Westlaw - in contract 30% discount User: RODRIGUEZ JAIME Date: 12/28/2020 AcctNumber: 1003389479 ConnectTime: 0.0 | \$131.33 |
| 12/29/20 | Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 12/29/2020 AcctNumber: 1003389479 ConnectTime: 0.0 | \$65.67 |
| 12/30/20 | Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 12/30/2020 AcctNumber: 1003389479 ConnectTime: 0.0 | \$17.91 |
| 12/30/20 | Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 12/30/2020 AcctNumber: 1003389479 ConnectTime: 0.0 | \$65.67 |
| 12/30/20 | Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 12/30/2020 AcctNumber: 1003389479 ConnectTime: 0.0 | \$5.97 |
| 12/31/20 | Computerized Legal Research - Westlaw - in contract 30% discount User: YOUNGS CONOR Date: 12/31/2020 AcctNumber: 1000193694 ConnectTime: 0.0 | \$182.07 |
| 12/31/20 | Computerized Legal Research - Westlaw - in contract 30% discount User: RODRIGUEZ JAIME Date: 12/31/2020 AcctNumber: 1003389479 ConnectTime: 0.0 | \$41.79 |
| 12/31/20 | Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 134294-2012 DATE: 12/31/2020 - Document Retrieval in Various Courts | \$43.82 |
| 12/31/20 | Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 134294-2012 DATE: 12/31/2020 - Document Retrieval in Various Courts | \$21.91 |

SEARS CREDITORS COMMITTEE
Bill Number: 1922532

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|----------|---|---------|-----------------------------|
| 12/31/20 | Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 134294-2012 DATE: 12/31/2020 | \$15.24 | |
| 12/31/20 | - Document Retrieval in Various Courts Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 328396-2012 DATE: 12/31/2020 | \$16.77 | |
| 12/31/20 | - Document Retrieval in Various Courts Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 328396-2012 DATE: 12/31/2020 | \$0.76 | |
| | - Document Retrieval in Various Courts | | |
| | Current Expenses | | <hr/> \$148,172.80 |
| | Total Amount of This Invoice | | \$480,113.80 |
| | Prior Balance Due | | <hr/> \$5,053,921.41 |
| | Total Balance Due Upon Receipt | | <hr/> \$5,534,035.21 |



SOLOMON PAGE
Staffing Solutions & Executive Search

260 Madison Avenue
4th Floor
New York NY 10016

(212) 403 6100
solomonpage.com

INVOICE

DUE UPON RECEIPT

TO

ATTN: Ira Dizengoff
Akin Gump
One Bryant Park
New York, NY 10016

INVOICE # 0707755

INVOICE DATE 10/25/2020

CLIENT # AKINGUM1207

| PO# | Project | Consultant | Week Ending | Pay Type | Units Worked | Unit Rate | Amount |
|-------------|---------|--------------------|-------------|--------------|--------------|-----------|------------|
| 700502.0001 | Sears | Smith, Kelsey | 10/25/2020 | Regular Time | 40.00 | \$55.00 | \$2,200.00 |
| 700502.0001 | Sears | Sotinwa, Adedayo | 10/25/2020 | Regular Time | 40.00 | \$55.00 | \$2,200.00 |
| 700502.0001 | Sears | Suell, Christopher | 10/25/2020 | Regular Time | 40.00 | \$55.00 | \$2,200.00 |

TOTAL AMOUNT DUE

\$6,600.00

REMIT PAYMENT TO:

Solomon Page Group LLC
PO BOX 75015
Chicago, IL 60675-5015

Please include a copy of your remittance
with all payments and/or send to
accountsreceivable@solomonpage.com

Contact Us at:

solomonpageinvoicing@solomonpage.com

Bank Information

| | |
|--------------|------------------------|
| BANK NAME | IDB Bank |
| ADDRESS | New York, NY |
| ABA # | 026009768 |
| ACCOUNT NAME | Solomon Page Group LLC |
| ACCOUNT | 1350096 |

THANK YOU FOR YOUR BUSINESS

Job: Contract Attorney (207-0000059346)
Temporary: Smith, Kelsey (207-SMITH-K-1)
Date Range: 10/19/2020 to 10/25/2020
Customer: Akin Gump (Cristina Marino)
Status: Approved by (alexandragordon) Alexandra Gordon on 10/25/2020 8:36 PM

| Date | Pay Type | Hours | Expenses | In | Out | In 2 | Out 2 | Comments |
|---------------------|--------------|-----------------------|--------------------------|----------|---------|---------|----------|----------|
| 10/19/2020 | Regular Time | 12 | 0.00 | 9:30 AM | 6:05 PM | 6:35 PM | 10:00 PM | Approved |
| Project Name | Sears | | Site Expense Code | | | | | |
| : | | | : | | | | | |
| 10/20/2020 | Regular Time | 11 | 0.00 | 10:00 AM | 6:00 PM | 7:10 PM | 10:10 PM | Approved |
| Project Name | Sears | | Site Expense Code | | | | | |
| : | | | : | | | | | |
| 10/21/2020 | Regular Time | 10 | 0.00 | 9:15 AM | 4:40 PM | 5:10 PM | 7:45 PM | Approved |
| Project Name | Sears | | Site Expense Code | | | | | |
| : | | | : | | | | | |
| 10/22/2020 | Regular Time | 3.75 | 0.00 | 2:30 PM | 3:30 PM | 6:05 PM | 8:50 PM | Approved |
| Project Name | Sears | | Site Expense Code | | | | | |
| : | | | : | | | | | |
| 10/25/2020 | Regular Time | 3.25 | 0.00 | 4:00 PM | 7:15 PM | | | Approved |
| Project Name | Sears | | Site Expense Code | | | | | |
| : | | | : | | | | | |
| Total Hours | 40.00 | Total Expenses | 0.00 | | | | | |

Job: Contract Attorney (207-0000059321)
Temporary: Sotinwa, Adedayo (207-SOTINWA-A)
Date Range: 10/19/2020 to 10/25/2020
Customer: Akin Gump (Cristina Marino)
Status: Approved by (alexandragordon) Alexandra Gordon on 10/25/2020 8:06 PM

| Date | Pay Type | Hours | Expenses | In | Out | In 2 | Out 2 | Comments |
|---------------------|--------------|-----------------------|--------------------------|---------|---------|---------|---------|----------|
| 10/19/2020 | Regular Time | 10 | 0.00 | 7:00 AM | 1:00 PM | 3:00 PM | 7:00 PM | Sears |
| Approved | | | | | | | | |
| Project Name | Sears | | Site Expense Code | | | | | |
| : | | | : | | | | | |
| 10/20/2020 | Regular Time | 9.5 | 0.00 | 7:30 AM | 1:00 PM | 3:00 PM | 7:00 PM | Sears |
| Approved | | | | | | | | |
| Project Name | Sears | | Site Expense Code | | | | | |
| : | | | : | | | | | |
| 10/21/2020 | Regular Time | 10.5 | 0.00 | 7:30 AM | 1:00 PM | 3:00 PM | 8:00 PM | Sears |
| Approved | | | | | | | | |
| Project Name | Sears | | Site Expense Code | | | | | |
| : | | | : | | | | | |
| 10/22/2020 | Regular Time | 10 | 0.00 | 7:30 AM | 1:00 PM | 3:00 PM | 7:30 PM | Sears |
| Approved | | | | | | | | |
| Project Name | Sears | | Site Expense Code | | | | | |
| : | | | : | | | | | |
| Total Hours | 40.00 | Total Expenses | 0.00 | | | | | |

Job: Contract Attorney (207-0000059323)
Temporary: Suell, Christopher (207-SUELL-C)
Date Range: 10/19/2020 to 10/25/2020
Customer: Akin Gump (Cristina Marino)
Status: Approved by (alexandragordon) Alexandra Gordon on 10/25/2020 8:03 PM

| Date | Pay Type | Hours | Expenses | In | Out | In 2 | Out 2 | Comments |
|---------------------|--------------|-----------------------|--------------------------|---------|---------|---------|----------|----------|
| 10/19/2020 | Regular Time | 12 | 0.00 | 7:30 AM | 2:00 PM | 2:30 PM | 8:00 PM | Sears |
| Approved | | | | | | | | |
| Project Name | Sears | | Site Expense Code | | | | | |
| : | | | : | | | | | |
| 10/20/2020 | Regular Time | 12 | 0.00 | 8:00 AM | 2:00 PM | 2:30 PM | 8:30 PM | Sears |
| Approved | | | | | | | | |
| Project Name | Sears | | Site Expense Code | | | | | |
| : | | | : | | | | | |
| 10/21/2020 | Regular Time | 12 | 0.00 | 7:30 AM | 2:00 PM | 2:30 PM | 8:00 PM | Sears |
| Approved | | | | | | | | |
| Project Name | Sears | | Site Expense Code | | | | | |
| : | | | : | | | | | |
| 10/22/2020 | Regular Time | 4 | 0.00 | 8:00 AM | | | 12:00 PM | Sears |
| Approved | | | | | | | | |
| Project Name | Sears | | Site Expense Code | | | | | |
| : | | | : | | | | | |
| Total Hours | 40.00 | Total Expenses | 0.00 | | | | | |